

HELM

FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

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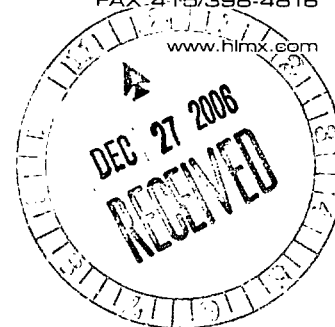
RECORDATION NO. 22182-C FILED

December 19, 2006

DEC 27 '06

12-51 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Locomotive Lease Agreement dated as of November 27 2006 by Helm Financial Corporation ("**Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of Lessee: Georgia & Florida RailNet, Inc.
1019 Coastline Avenue
Albany, GA 31705

Equipment: Nine (9) Locomotives
GFRR 8050, 8396, 9459, 9463, 7526, 9636
RMWR 7913, 8136, 8331

Please record this Termination as a supplemental agreement to STB Recordation No. 22182 filed on June 4, 1999 at 3:10 PM. The filing fee of \$34.00 is included in our enclosed check.

Summary: Termination of Locomotive Lease Agreement dated as of November 27, 2006 by Helm Financial Corporation for 9 locomotives, GFRR 8050, 9396, 9459, 9463, 9526, 9636, RMWR 7913, 8136, 8331, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22182.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

DEC 27 '06

12-51 PM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of November 27, 2006 and is executed by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals.

(a) Lessor (as assignee of Piedmont & Atlantic Railroad Co., d.b.a. Yadkin Valley Railroad) entered into the Locomotive Lease Agreement dated as of April 30, 1999, as amended ("Lease"), with Georgia & Florida RailNet, Inc., a Delaware corporation, with respect to the locomotives described in Schedule A attached hereto ("Units"). The Lease was filed with the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 22182 filed on June 4, 1999 at 3:10 PM.

(b) Lessor desires to execute this Termination to evidence for the public record the termination of the Lease.

2. Termination of Lease. Lessor hereby declares for the public record that the Lease and any other documents recorded with the STB under Recordation Number 22182 are hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson

Name: Barbara W. Wilson

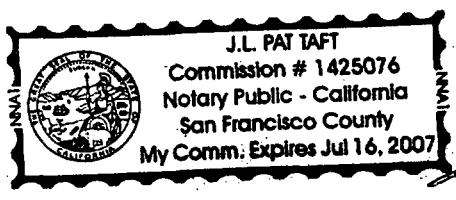
Title: Senior Vice President & Chief Financial Officer

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 17th 2006 before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and CFO of **HELM FINANCIAL CORPORATION**,

☒ personally known to me – OR –
☐ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.



SIGNATURE OF NOTARY

(Notarial Seal)